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RECORDATION NO. 24254-A FILED

NOV 16 '04

11-01 AM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

November 16, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and a certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination of Lease, a secondary document, dated as of October 2, 2004. The primary document to which this is connected is recorded under Recordation No. 24254. We request that this document be recorded under Recordation No. 24254-A.

The names and addresses of the parties to the Partial Termination of Lease are:

Lessor:

General Electric Capital Corporation
for Itself and as Agent for Certain Participants
401 Merritt Seven, Suite 23
Norwalk, CT 06851-1177

Lessee:

Entergy Arkansas, Inc.
10055 Grogans Mill Road, Suite 300
The Woodlands, TX 77380

A description of the equipment covered by the Partial Termination of Lease consists of 16 aluminum-sided rotary dump gondola railcars numbered ETRX 750127, 750301, 750499, 750539, 750576, 750663, 750831, 750916, 750922, 751206, 751321, 751369, 751391, 850626, 850792, and 850829.

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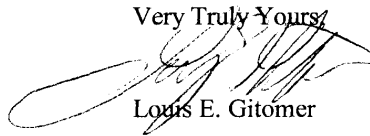
Honorable Vernon A. Williams
November 16, 2004
Page 2

A fee of \$ 32.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Termination of Lease between General Electric Capital Corporation, for Itself and as Agent for Certain Participants, 401 Merritt Seven, Suite 23, Norwalk, CT 06851-1177, and Entergy Arkansas Inc., 10055 Grogans Mill Road, Suite 300, The Woodlands, TX 77380, covering 16 aluminum-sided rotary dump gondola railcars numbered ETRX 750127, 750301, 750499, 750539, 750576, 750663, 750831, 750916, 750922, 751206, 751321, 751369, 751391, 850626, 850792, and 850829.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

NOV 16 '04 11-01 AM

PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE is made as of October 2, 2004 by GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS ("GE Capital"), as lessor, and ENTERGY ARKANSAS, INC. ("Entergy"), as lessee.

WITNESSETH:

WHEREAS, GE Capital and Entergy are parties to that certain Memorandum of Lease Agreement dated as of December 23, 2002 (the "Lease"), which has been recorded with the Surface Transportation Board (the "Board") on December 23, 2002, under Recordation Number 24254; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged solely with respect to the railroad equipment described on Exhibit No. 1 attached hereto (the "Equipment");

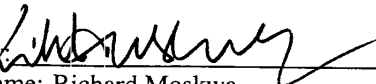
NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease of the Equipment in the files of the Board, GE Capital and Entergy hereby terminate and cancel the Lease of the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Partial Termination of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Termination of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Partial Termination of Lease to be duly executed as of the date hereinabove first written.

GENERAL ELECTRIC CAPITAL
CORPORATION, FOR ITSELF AND
AS AGENT FOR CERTAIN PARTICIPANTS

ENTERGY ARKANSAS, INC.

By: 
Name: Richard Moskwa
Title: Duly Authorized Signatory

By: _____
Name: _____
Title: _____

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE is made as of October 2, 2004 by GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS ("GE Capital"), as lessor, and ENTERGY ARKANSAS, INC. ("Entergy"), as lessee.

WITNESSETH:

WHEREAS, GE Capital and Entergy are parties to that certain Memorandum of Lease Agreement dated as of December 23, 2002 (the "Lease"), which has been recorded with the Surface Transportation Board (the "Board") on December 23, 2002, under Recordation Number 24254; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged solely with respect to the railroad equipment described on Exhibit No. 1 attached hereto (the "Equipment");

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease of the Equipment in the files of the Board, GE Capital and Entergy hereby terminate and cancel the Lease of the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

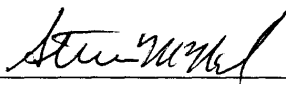
This Partial Termination of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Termination of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Partial Termination of Lease to be duly executed as of the date hereinabove first written.

GENERAL ELECTRIC CAPITAL
CORPORATION, FOR ITSELF AND
AS AGENT FOR CERTAIN PARTICIPANTS

ENTERGY ARKANSAS, INC.

By: _____
Name: _____
Title: _____

By:  _____
Name: Steven C. McNeal
Title: Vice President and Treasurer

STATE OF Connecticut)
) ss.
COUNTY OF Fairfield)

On this 2nd day of October 2004, before me, the undersigned Notary Public, personally appeared Richard Haskwa personally known to me to be the person who executed the within instrument as Duly Authorized Signatory on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Patricia O'Brien
Notary Public for county of Fairfield, State of Connecticut
My Commission expires _____

PATRICIA O'BRIEN
NOTARY PUBLIC
MY COMMISSION EXPIRES 7/31/2007

STATE OF _____)
) ss.
COUNTY OF _____)

On this 2nd day of October 2004, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF CONNECTICUT)

) ss.

COUNTY OF _____)

On this ____ day of November, 2004, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of General Electric Capital Corporation, the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____


My Commission expires _____

STATE OF LOUISIANA)

) ss.

PARISH OF ORLEANS)

On this 9th day of November, 2004, before me, the undersigned Notary Public, personally appeared Steven C. McNeal personally known to me to be the person who executed the within instrument as Vice President and Treasurer on behalf of Entergy Arkansas, Inc., the corporation therein named, and acknowledged to me that the corporation executed it.



Notary Public #038974

Sylvia R. Bonin

Sylvia R. Bonin

Notary Public

Parish of Orleans, State of Louisiana

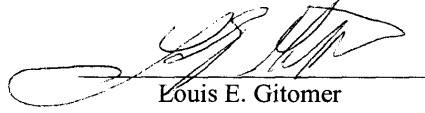
My Commission is Issued For Life

EXHIBIT NO. 1
TO PARTIAL TERMINATION OF LEASE

Aluminum-sided rotary dump gondola railcars, with the following road numbers: ETRX 750127, ETRX 750301, ETRX 750499, ETRX 750539, ETRX 750576, ETRX 750663, ETRX 750831, ETRX 750916, ETRX 750922, ETRX 751206, ETRX 751321, ETRX 751369, ETRX 751391, ETRX 850626, ETRX 850792, ETRX 850829

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination of Lease dated as of October 2, 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
November 16, 2004